

No: 01346482

THE COMPANIES ACTS 1948 TO 1985
LIMITED COMPANY HAVING A SHARE CAPITAL

**MEMORANDUM
AND
ARTICLES OF ASSOCIATION
OF
LDS FAMILY SERVICES (UK) LIMITED**

Incorporated this 3rd day of January 1978
Amended this 29th day of August 2000



The Companies Acts, 1948 to 1985

LIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

LDS FAMILY SERVICES (UK) LIMITED

1. The name of the Company is " LDS FAMILY SERVICES (UK) LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
 - (A) To further charitable purposes in harmony with the principles and objectives of the Church of Jesus Christ of Latter-day Saints (hereinafter called "the Church") in the United Kingdom or elsewhere.
 - (B) To make arrangements for the adoption and fostering of children and to provide all necessary support and other services and facilities as may be beneficial for such children and to assist persons in need with therapy, counselling, support and other services.

In furtherance of the foregoing objects but not further or otherwise the Company shall have the following powers:-

- (C) To provide professional, clinical and health services to members of the Church infants and others in pursuance of the Objects of the company and further to assist such persons to pursue a course in life consistent with the principles and objectives of the Church.

- (D) To acquire by purchase, gift, donation, lease, exchange, hire or otherwise and to hold for any estate or interest and to manage apply dispose of or otherwise deal with any asset or right of whatever description whether movable or immovable.
- (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's objects.
- (F) To mortgage or otherwise charge the undertaking and all or any of the movable and immovable assets of the Company.
- (G) To receive money on deposit or loan upon such terms as the Company may approve.
- (H) Subject to clause 4 below, to employ and remunerate such staff (but not remunerate directors who are "the trustees" for the purpose of S.97 of the Charities Act 1993), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their surviving spouses or dependants.
- (I) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange cheques and other negotiable instruments and operate bank accounts in the name of the Company.
- (J) To invest and deal with the moneys of the Company not immediately required for the purposes of its objects in or upon such investments or securities and in such manner as may from time to time be determined.
- (K) To pay for any assets or rights acquired by the Company, either in cash or by any other legal medium of exchange.
- (L) To accept payment for any asset or right sold or otherwise disposed of or dealt with by the Company, either in cash or other legal medium of exchange, by instalments or otherwise, and generally on such terms as the Company may determine.

- (M) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the assets and rights for the time being of the Company for such consideration as the Company may think fit.
- (N) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, subcontractors or otherwise.
- (O) To do all such other things as shall further the above objects or any of them.

4. The capital and income of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the shareholders, officers or servants of the Company or any payment made in satisfaction of any indemnity to which any person may be entitled under the Memorandum or Articles of Association of the Company or by law, save only as provided under Article 47 of the Articles of Association and no director shall be appointed to any office of the Company which is paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company, Provided that nothing in this document shall prevent any payment in good faith by the Company

- (i) Of reasonable and proper remuneration to any shareholder, officer or servant of the Company who is not a director in return for any services actually rendered to the Company.
- (ii) Of interest at a reasonable and proper rate but not exceeding 2 per cent. less than the published base lending rate of a clearing bank to be selected by the directors on money lent by any shareholder of the Company or a director.
- (iii) Of reasonable and proper rent for premises demised or let by any shareholder of the Company or a director.

- (iv) Of fees, remuneration or other benefits in money or money's worth to any Company of which a shareholder or director may also be a shareholder holding not more than 1/100th part of the issued capital of that Company.
- (v) To any director of reasonable out of pocket expenses including travel, hotel and other expenses properly incurred by them in connection with the attendance at meetings of directors or committees authorised by the directors or otherwise in connection with the discharge of their duties.
- (vi) Of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession or by any partner associate fee earner, employee or agent of his or hers when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner, associate, fee earner, employee or agent is under discussion.

5. The liability of the members is limited.
6. If upon a winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the shareholders officers or servants of the Company but shall be given or transferred to one or more charitable institutions connected with the Church for the religious and/or other charitable work of the Church.
7. Notwithstanding anything which might otherwise be implied from any part of this Memorandum of Association, the Company shall not have power to participate directly or indirectly in any activity which is not charitable under the law of England for the time being in force or to issue any shares giving the holders thereof or any other person any right to participate in the income or property of the Company whether on a winding up of the Company or at any other time but the whole of the income and property of the Company shall at all times be applied solely for the purposes which are charitable under the said Law.
8. The share capital of the Company is £100, divided into 100 shares of £1 each.

WE, the several persons whose names and address are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association ,and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Shares taken by each Subscriber
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MARK REID SHARMAN SALISBURY HOUSE LONDON WALL LONDON EC2M 5QY	ONE
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Solicitor

REGINALD PAYNTER SALISBURY HOUSE LONDON WALL LONDON EC2M 5QY	ONE
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Solicitor

DATED this 24th Day of November 1977

WITNESS to the above Signatures:-

B G CUMMINGS
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY

Secretary

The Companies Acts, 1948 to 1985

LIMITED COMPANY HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

LDS FAMILY SERVICES (UK) LIMITED

INTERPRETATION

1. In these Articles of Association -

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

"Agency Manager" means the Chief Executive responsible for all professional services including but not limited to adoption, fostering, counselling, therapy, clinical and health services, and for all social work staff and all activities required or dependant upon such professional services as more particularly set out in the job specification approved by the Directors.

"clear days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"extraordinary resolution" means a resolution which has been passed by a majority of not less than three fourths of such shareholders as vote in person or where proxies are allowed by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given.

"the holder" in relation to shares means the shareholder whose name is entered in the register of members as the holder of the shares.

"Management Committee" (MC) means the committee with authority delegated by the directors of the Company for the control, guidance and supervision of all professional services to include but not limited to adoption, fostering, counselling, therapy, clinical and health services, and all activities required or dependant upon such professional services.

"office" means the registered office of the Company.

"officer" means the Chairperson, Director, Secretary, Agency Manager, Manager, member of the Management Committee or member of the Adoption Panel.

"ordinary resolution" means a resolution made at a general meeting of the Company by a simple majority and of which notice is normally given with notice of the general meeting.

"the seal" means the common seal of the Company.

"secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company.

"shareholder" means a person whose name is entered in the register of members as the holder of a share or shares in the Company.

"special notice" as required by these Articles or by law for a resolution of the Company shall be 21 clear days.

"a special resolution" means a resolution which has been passed by such a majority as is required for the passing of an extraordinary resolution and at a general meeting of which not less than 21 clear days notice has been given specifying the intention to propose the resolution as a special resolution and setting out the precise terms of such proposed resolution.

"the United Kingdom" means Great Britain and Northern Ireland.

Where the context so admits the masculine shall include the feminine and the singular include the plural and in each case vice versa.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Company.

TABLE A. COMPANIES ACT 1985

2. The regulations of Table A to the Companies Act 1985 do not apply to the Company.

SHARE CERTIFICATES

3. Every shareholder upon becoming the holder of any shares, shall be entitled without payment to one certificate for all shares held by him. Every certificate shall be sealed with the seal and specify the number, class and distinguishing numbers (if any) of the shares to which it relates and amount or respective amounts paid up thereon.

TRANSFER OF SHARES

4. The instrument of transfer may be in any usual form or in any other form which the directors may approve and shall be executed by or on behalf of the transferor and lodged at the office or such other place as the directors may approve and be accompanied by the certificate for the shares to which it relates.
5. The Company may, by special resolution:-
 - (a) increase the share capital by such sum in shares of £1 each as such resolution shall prescribe;
 - (b) cancel any shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person.

GENERAL MEETINGS

6. All general meetings other than annual general meetings shall be called extraordinary general meetings.

7. The shareholders and directors may call general meetings.

NOTICE OF GENERAL MEETINGS

8. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called at least 7 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by all the shareholders entitled to attend and vote thereat.
9. Notice shall be given to all shareholders and directors and shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
10. The omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meetings if it is so agreed by all the shareholders entitled to attend and vote thereat or their proxies.

PROCEEDINGS AT GENERAL MEETINGS

11. No business shall be transacted at any meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a shareholder or a proxy for a shareholder or a duly authorised representative of a corporate shareholder, shall be a quorum unless there is only one shareholder in which case that one person shall be a quorum.
12. The shareholders present, or their duly appointed proxies, shall elect one of their number or one of the directors to the unremunerated office of chairperson and, if there is only one director present and willing to act, he shall be eligible for election as chairperson.
13. The chairperson may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place.

14. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. A poll may be demanded:
 - (a) by the chairperson; or
 - (b) by at least one shareholder having the right to vote at the meeting;

and a demand by a person as proxy for a shareholder shall be the same as a demand by the shareholder.

15. Unless a poll is duly demanded a declaration by the chairperson that a resolution has been carried or carried unanimously, or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution unless a record of the voting was in fact taken when the record will stand.
16. A resolution in writing executed by or on behalf of each shareholder who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more shareholders.

VOTES OF SHAREHOLDERS

17. On a show of hands every shareholder or his proxy who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, shall have one vote and on a poll every shareholder shall have one vote for every share of which he is the holder.
18. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in the form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

" _____ XYZ _____ (Limited)

I/We, _____, of _____, being _____ a
shareholder/shareholders of the above named _____ company,
hereby appoint _____
of _____, or failing him _____ of _____, as
my/our proxy to vote in my/our name and on my/our behalf at the
annual/extraordinary general meeting of the company, to be held on
20 _____, and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No.2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

.....
Signed this _____ day of _____ /20 ____."

19. The instrument appointing a proxy and if requested any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the shareholders may be deposited at the office or at such other place within the UK as is specified in the notice convening the meeting or in any instrument of proxy sent out by the company in relation to the meeting not less than 24 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

ALTERATION OF MEMORANDUM AND ARTICLES OF ASSOCIATION

20. Subject to the provisions of the Act, the Memorandum and the Articles of Association of the Company may be altered by special resolution.

DIRECTORS

21. Subject as hereinafter provided, the directors shall not be less than two nor more than seven in number. The Company may by Ordinary Resolution from time to time vary the minimum or maximum number of directors.
22. There shall be no shareholding qualification for directors.
23. The Directors of the Company shall be the "Charity trustees" for the purposes of S.97 of the Charities Act 1993.

POWERS OF DIRECTORS

24. Subject to the provisions of the Act, the memorandum and Articles and to any directions given by special resolution, the business of the Company shall be managed by the directors who may exercise all the powers of the Company. No alteration of the memorandum or articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article shall not be limited by any special power given to the directors by the articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
25. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, other than for those functions delegated to the MC but including authority for the agent to delegate all or any of his powers.
26. The directors will appoint a qualified social worker to serve as Agency Manager. The Agency Manager will be ineligible to serve as a director of the company or serve as chair of the MC. The directors will notify the chairperson of the MC in writing of details of the appointment of the Agency Manager.

DELEGATION OF DIRECTORS' POWERS

27. The directors may appoint a managing director to act as the Executive for a properly constituted quorum of directors. Any such appointment may be made subject to any conditions the directors may impose and may be revoked or altered by written notice but in all circumstances such managing director shall be unremunerated.

28. The directors shall appoint an MC and the directors authorise the MC to exercise the professional services functions referred to in Section IV.D of the Purpose, Professional Policies and Operations handbook.

REMUNERATION OF DIRECTORS

29. The directors shall not take or hold any interest in property belonging to the Company or receive remuneration or other benefit in money or moneys worth and shall not be entitled to payment of any kind or be interested otherwise than as trustees in any contract to which the Company is party.

DIRECTORS' EXPENSES

30. The directors may be reimbursed expenses incurred as provided in paragraph 4 of the Memorandum of Association.

PROCEEDINGS OF DIRECTORS

31. Subject to the provisions of the articles, the directors may regulate their proceedings as they think fit. A director may, and the secretary at the request of a director shall, call a meeting of the directors. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote.
32. The quorum for the transaction of the business of the directors shall be two.
33. A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors.
34. (a) Save as otherwise provided by the articles, a director shall not vote at a meeting of directors or of a committee of directors on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interest of the Company including cases arising within Clauses 4(i)-(vi) of the Memorandum of Association.

(b) For the purposes of this article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this article becomes binding on the Company), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.

35. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

36. If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his ruling in relation to any director other than himself shall be final and conclusive Provided always that any such ruling is in compliance with the directors duties as trustees under the Charities Act 1993. Any such question in relation to the chairperson shall be decided by a majority of the directors, excluding the chairperson.

APPOINTMENT AND RETIREMENT OF DIRECTORS

37A. Directors shall be appointed by the shareholders by ordinary resolution providing such persons are willing so to act either to fill a vacancy or as an additional director. The shareholders will also determine by ordinary resolution the rotation and time in which directors are to retire.

37B. The directors shall be vetted using Department of Health Consultancy List and police checks or if none UK resident directors, shall be subject to the equivalent vetting proceedings in their country or countries of residence.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

38. The office of a director shall be vacated if the director

(a) Becomes bankrupt, has a receiving order made against him, has an administration order made against personal assets in which he has an interest, or makes any arrangement or composition with his creditors generally.

- (b) Becomes incapable by reason of mental disorder, illness or injury of managing or administering their own affairs.
- (c) Becomes prohibited by law from acting as a director or ceases to be a director by any provision of the Act or as a director is disqualified from acting by virtue of S.72 of the Charities Act 1993 (or any statutory enactment or modification of that provision).
- (d) Is directly or indirectly interested as described in Article 34 hereof in any resolution in a meeting at which he would otherwise be entitled to vote and fails to declare his interest in the manner required by Section 317 of the Act.
- (e) Resigns his office by notice in writing to the Company.
- (f) Being a director, shall for more than 6 months have been absent without the consent of the shareholders from meetings of the directors held during that period and the shareholders resolve that he shall vacate his office.
- (g) Has been summonsed in respect of any criminal act full disclosure of which has not been given to, considered and accepted by, the directors upon that director's appointment or within one month of a summons having been served, or
- (h) As a director is removed by ordinary resolution of a general meeting of shareholders of which special notice has been given unless there are special circumstances which in law allow shorter notice to be given.

ALTERNATE DIRECTORS

39. A director may from time to time by notice in writing to the Company appoint any person approved by the shareholders in writing to act as an alternate director at any meeting or meetings of the Board from which he is himself absent, and may in like manner remove any person so appointed from office. An alternate director so appointed may also be removed from his office by notice in writing by the shareholders. An alternate director appointed under this Article shall not be required to hold any qualification nor be entitled to any remuneration from the Company, but

he shall be entitled, while holding office as such, to receive notice of meetings of directors and to attend and vote thereat in place of and in the absence of the director appointing him.

COMPANY SECRETARY

40. Subject to the provisions of the Act, the secretary shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them provided that if there is only one director he cannot also serve as secretary and when there is one director the secretary must be appointed or dismissed by ordinary resolution.

MINUTES

41. The directors shall cause minutes to be made in books kept for the purpose
 - (a) of all appointments of officers made by the directors; and
 - (b) of all proceedings at meetings of the Company and of the directors, and of committees of directors, including the names of the directors, alternate directors, secretary, shareholders and/or proxies present at each such meeting; and
 - (c) shall ensure that copies of the minutes are sent to all shareholders and all directors within 14 days of the event minuted and shall use his best endeavours to ensure that receipt of the minutes by the shareholders and directors is acknowledged by them.

THE SEAL

42. The seal shall only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.

ACCOUNTS

43. (1) Any shareholder shall have the right of inspecting any accounting records or other book or document of the Company without the necessity of giving any written or verbal notice of such inspection.
- (2) All cheques, bank or electronic authorisation for payment of money shall be authorised by two signatories.

NOTICES

44. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the directors need not be in writing.
45. The Company may give any notice to a shareholder either personally, by facsimile, telex or electronic mail, to the facsimile, telex or electronic mail number published by the shareholder , or by sending it by post in a prepaid envelope addressed to the shareholder at his registered address or by leaving it at that address.
46. Proof that a facsimile telex or electronic mail was sent by the Company or that an envelope containing a notice was properly addressed, prepaid and posted or shall be conclusive evidence that the notice was given. A notice shall be deemed to have been given on receipt when handed personally to a shareholder , on transmission when sent by facsimile telex or electronic mail, and at the expiration of 48 hours after the envelope containing it was posted or left at the registered address of the member.

INDEMNITY

47. Every Director or other officer of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application under section 227 of the Act in which relief is granted to him by the court, and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Regulation shall only have effect insofar as its provisions are not avoided by section 310 of the Act.

48. The number of shareholders with which the Company proposes to be registered is one but the Directors may from time to time register an increase of shareholders with the written approval of the existing shareholders.

NAMES, ADDRESS AND DESCRIPTIONS OF SUBSCRIBERS

MARK REID SHARMAN
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY

Solicitor

REGINALD PAYNTER
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY

Solicitor

DATED this 24th Day of November 1977

WITNESS to the above Signatures:-

B G CUMMINGS
SALISBURY HOUSE
LONDON WALL
LONDON EC2M 5QY

ONE

Secretary